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Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**PROPOSED AGENDA FOR MATTERS SCHEDULED  
TO BE HEARD ON AUGUST 16 AND 19, 2013 AT 9:00 A.M. (EST)**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,  
Alexander Hamilton U.S. Custom House, Courtroom 501, One Bowling Green, New York, NY  
10004-1408

**I. CONTESTED MATTERS**

1. Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 3929]

**Related Documents:**

- a. Amended Notice of Hearing on Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 3939]
- b. Scheduling Order [Docket No. 4168]

- c. Order Concerning Use of Discovery Obtained in Connection with Rule 9019 FGIC Settlement Hearing [Docket No. 4191]
- d. Order Regarding the Exchange of Confidential Information [Docket No. 4249]
- e. FGIC Trustees' Letter Brief Regarding FGIC 9019 Motion [Docket No. 4251]
- f. Monarch's Letter Brief Regarding FGIC 9019 Motion [Docket No. 4253]
- g. FGIC Settlement Supplement Schedule and Trial Procedures Order [Docket No. 4363]
- h. Notice of Presentment of Application of Monarch Alternative Capital LP, Stonehill Capital Management LLC, Bayview Fund Management LLC, CQS ABS Master Fund Limited And CQS ABS Alpha Master Fund Limited Pursuant To 11 U.S.C. § 107(b) And Rule 9018 of The Federal Rules of Bankruptcy Procedure To File The Unredacted Objection To Debtors' Motion Pursuant To Fed. R. Bankr. P. 9019 For Approval of The Settlement Agreement Among The Debtors, FGIC, The FGIC Trustees And Certain Institutional Investors Under Seal [Docket No. 4403]
  - (i) Order Granting Application of Monarch Alternative Capital LP, Stonehill Capital Management LLC, Bayview Fund Management LLC, CQS ABS Master Fund Limited and CQS ABS Alpha Master Fund Limited Pursuant To 11 U.S.C. § 107(b) And Rule 9018 of The Federal Rules of Bankruptcy Procedure To File The Unredacted Objection To Debtors' Motion Pursuant To Fed. R. Bankr. P. 9019 For Approval of The Settlement Agreement Among The Debtors, FGIC, The FGIC Trustees And Certain Institutional Investors Under Seal [Docket No. 4613]
- i. *Ex Parte* Motion of Federal Home Loan Mortgage Corporation to Exceed page Limit for Objection to Debtors' Motion Pursuant to Fed R. R Bankr. P. 9019 For Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4399]
  - (i) Order Granting Page Extension Motion [Docket No. 4412]
- j. Order Granting Request to Allow Financial Guaranty Insurance Company to Exceed Page Limit [Docket No. 4470]
- k. Order Authorizing Debtors to Exceed Page Limit for Debtors' Omnibus Reply to Objections to Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019

for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4471]

- l.** Order Authorizing The Official Committee of Unsecured Creditors to Exceed Page Limit for the Statement of The Official Committee of Unsecured Creditors (I) In Support of The Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustee and Certain Institutional Investors and (II) In Response to the Objections Thereto [Docket No. 4614]
- m.** FGIC Settlement Supplemental Scheduling and Trial Procedures Order # 2 [Docket No. 4621]

**Direct Testimony Declarations:**

**Testimony of Proponents of Motion**

- a.** Direct Testimony of Lewis Kruger [Docket No. 4431]
- b.** Direct Testimony of Ron D'Vari [Docket No. 4432]
- c.** Direct Testimony of Jeffrey A. Lipps [Docket No. 4433]
- d.** Witness Statement of John S. Dubel [Docket No. 4436]
- e.** Notice Of Filing Of Declaration Of Robert H. Major, As Officer Of The Bank Of New York Mellon Trust Company, N.A., RMBS Trustee, In Support Of Debtors Motion Pursuant To Fed. R. Bankr. P. 9019 [Docket No. 4438]
- f.** Notice of Filing of Declaration of Mary L. Sohlberg, as Officer of Wells Fargo Bank, N.A., RMBS Trustee, in Support of Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4442]
- g.** Notice of Filing of Direct Testimony Declaration of S.P. Kothari, Ph.D., Regarding Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4443]
- h.** Notice of Filing of Declaration of Mamta K. Scott, as Officer of U.S. Bank, as RMBS Trustee, in Support of Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of The Settlement Agreement Among The Debtors, FGIC, The FGIC Trustees, and Certain Individual Investors [Docket No. 4444]

- i. Notice of Filing of Corrected Direct Testimony Declaration of Allen M. Pfeiffer, Regarding Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4454]
  - (i) Notice of Filing of Direct Testimony Declaration of Allen M. Pfeiffer, Regarding Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4440]

**Testimony of Opponents of Motion**

- j. Declaration of K. Austin McQuillen [In Opposition to Debtors' FGIC Settlement Motion] [Docket No. 4425]
- k. Declaration of Adam Sklar [In Opposition to Debtors' FGIC Settlement Motion] [Docket No. 4427]
- l. Declaration of David Williams [In Opposition to Debtors' FGIC Settlement Motion] [Docket No. 4430]
- m. Declaration of Charles R. Goldstein in Support of Objection of Monarch Alternative Capital LP, Stonehill Capital Management LLC, Bayview Fund Management LLC, CQS ABS Master Fund Limited And CQS ABS Alpha Master Fund Limited To Debtors' Motion Pursuant To Fed. R. Bankr. P. 9019 For Approval of The Settlement Agreement Among The Debtors, FGIC, The FGIC Trustees And Certain Institutional Investors [Docket No. 4435]
- n. Declaration of Gina Healy in Support of Federal Home Loan Mortgage Corporation's Objection to Debtors' Motion Pursuant to Fed R. Bankr. P. 9019 for Approval of the Settlement Agreement Among The Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4446]
- o. Declaration of Scott R. Gibson in Support of the Opposition of Federal Home Loan Mortgage Corporation to the Debtors' Motion Pursuant to Fed R. R Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4447]

**Exhibit and Witness Lists:**

- a. The Ad Hoc Group of Junior Secured Noteholders' Adverse Witness List and Designations of Deposition Testimony [Docket No. 4424]
- b. The FGIC Trustees' Exhibit List [Docket No. 4426]

- c. Debtors' Exhibit List [Docket No. 4428]
- d. Settlement Parties' Adverse Witness List [Docket No. 4429]
- e. Financial Guaranty Insurance Company's Pretrial Submissions [Docket No. 4434]
- f. List of Adverse Witnesses for Hearing on Debtors' 9019 Motion [Docket No. 4437]
- g. Monarch Alternative Capital LP, Stonehill Capital Management LLC, CQS ABS Alpha Master Fund Limited, CQS ABS Master Fund Limited, and Bayview Fund Management LLC's Exhibit List for Hearing on Debtors' 9019 Motion [Docket No. 4441]
- h. Federal Home Loan Mortgage Corporation's List of Potential Witnesses and Potential Exhibits for Hearing on Debtors' Motion Pursuant to Fed R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4445]

**Responses:**

- a. Joinder of FGIC Trustees to the Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for the Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 3982]
- b. Objection of the Ad Hoc Group of Junior Secured Noteholders to the Debtors Motion Pursuant to Fed. R. Bankr. P. 9019 for the Approval of the Settlement Agreement among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4027]
- c. Objection of Monarch Alternative Capital LP, Stonehill Capital Management LLC, Bayview Fund Management LLC, CQS ABS Master Fund Limited and CQS ABS Alpha Master Fund Limited to Debtors' Motion Pursuant To Fed. R. Bankr. P. 9019 For Approval of The Settlement Agreement Among The Debtors, FGIC, The FGIC Trustees And Certain Institutional Investors [Docket No. 4400]
  - (i) Declaration of Paul V. Shalhoub In Support of Objection of Monarch Alternative Capital LP, Stonehill Capital Management LLC, Bayview Fund Management LLC, CQS ABS Master Fund Limited And CQS ABS Alpha Master Fund Limited To Debtors' Motion Pursuant To Fed. R. Bankr. P. 9019 For Approval of The Settlement Agreement Among The Debtors, FGIC, The FGIC Trustees And Certain Institutional Investors [Docket No. 4402]

- d. Supplemental Objection of the Ad Hoc Group of Junior Secured Noteholders to the Debtors' FGIC Settlement Motion [Docket No. 4401]
- e. [Corrected] Federal Home Loan Mortgage Corporation's Objection to Debtors' Motion Pursuant to Fed R. R Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4453]
  - (i) Federal Home Loan Mortgage Corporation's Objection to Debtors' Motion Pursuant to Fed R. R Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4406]

**Replies:**

- a. Reply of the Steering Committee Group of RMBS Holders in Support of Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4472]
- b. Statement of the Official Committee of Unsecured Creditors (I) in Support of the Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among The Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors and (II) in Response to the Objections Thereto [Docket No. 4473]
- c. Debtors' Omnibus Reply in Further Support of Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors [Docket No. 4474]
- d. Statement of the FGIC Trustees (i) in Support of the Debtors Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Institutional Investors and (ii) in Reply to Certain Objections Thereto [Docket No. 4475]
- e. Financial Guaranty Insurance Company's Reply in Support of Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, The FGIC Trustees and Certain Individual Investors [Docket No. 4476]
  - (i) Declaration of Howard F. Sidman in Support of Financial Guaranty Insurance Company's Reply in Support of Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors,

FGIC, The FGIC Trustees and Certain Individual Investors  
[Docket No. 4477]

**Status:** The hearing on this matter will be going forward.

Dated: August 14, 2013  
New York, New York

/s/ Gary S. Lee  
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